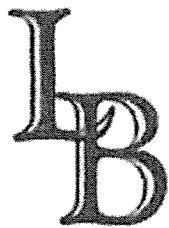


**EXHIBIT E**



LIPSIUS - BENHAIM  
LAW, LLP

IRA S. LIPSIUS  
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Email: [ilipsius@lipsiuslaw.com](mailto:ilipsius@lipsiuslaw.com)

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December 22, 2011

**VIA MAIL AND EMAIL**

Neil Merkl, Esq.  
Kelley Drye & Warren LLP  
101 Park Avenue  
New York, NY 10178

**Re: Shirley Wrubel et al. v. John Hancock**  
**EDNY Docket No. 11-cv-01873**  
**Our File No. 4421.0002**

Dear Mr. Merkl:

We write in order to amicably resolve a conflict that our client respectfully believes disqualifies Kelley Drye & Warren LLP ("Kelley Drye") from participating in this litigation. On November 29, 2011, Kelley Drye advised that one of its attorneys, Joshua Berman, while a partner at a different firm, considered, but did not get involved in this matter.

In the process of reviewing documents in response to John Hancock's discovery request, it was discovered that Mr. Berman was actually involved in this claim. He specifically offered legal advise and, in fact, addressed strategies as to the presentation of the claim and in dealing with John Hancock's investigation. Further, Mr. Berman communicated with John Hancock in his role as attorney for the insured/policy owner. The emails indicate that Mr. Berman had access to relevant privileged information in the course of his prior representation of our client.

As you may know, New York Rule of Professional Conduct 1.9(a) prohibits attorneys from successive representation. That is, an attorney may not represent a client whose interests are adverse to a former client in a substantially related matter, absent consent from the former client after full disclosure. The Rules impute the attorney's conflict to the firm. N.Y. R. Prof'l Conduct 1.10(a).

Under such circumstances, there is significant risk of trial taint and it is respectfully submitted that Kelly Drye is disqualified from further representation of John Hancock in this matter. See, also, *Pierce & Weiss, LLP v. Subrogation Partners LLC*, 701 F. Supp. 2d 245 (E.D.N.Y. 2010) ("Defendants have not alleged that they, in fact, imparted any confidential information to Mr. Letofsky in connection with his representation of Core-Mark or any other case assigned to Letofsky. However, the rules concerning disqualification apply even when no client confidences have been shared because the rules serve additional purposes.")

LIPSIUS-BENHAIM LAW, LLP

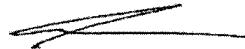
Neil Merkl, Esq.  
December 22, 2011  
Page 2

As the emails are protected by the attorney-client privilege, we attach, in redacted form, a small sample of emails where Mr. Berman addresses his communications, oral and written, with John Hancock. We respectfully request that Kelly Drye recuse itself from representing John Hancock in this matter immediately so that we can remain on track to bring this matter to trial as scheduled.

Please contact us after you have had a chance to review this letter with your client.

Very truly yours,

LIPSIUS-BENHAIM LAW, LLP



Ira S. Lipsius

ISL:bl  
Enclosures

**From:** Joshua Berman  
**To:** [joelg416@yahoo.com](mailto:joelg416@yahoo.com) <[joelg416@yahoo.com](mailto:joelg416@yahoo.com)>; Chaim hersch Jacobowitz  
<[Wertz4861@yahoo.com](mailto:Wertz4861@yahoo.com)>  
**Sent:** Tue Dec 07 18:45:18 2010  
**Subject:** Pompei Call

I just spoke to Pompei on his cell phone.

to have a preview of his questions from sooner than later.

**From:** "Joshua Berman" <[jberman@meltzerlippe.com](mailto:jberman@meltzerlippe.com)>  
**Date:** Tue, 7 Dec 2010 11:26:57 -0500  
**To:** <[joelg416@yahoo.com](mailto:joelg416@yahoo.com)>; <[Wertz4861@yahoo.com](mailto:Wertz4861@yahoo.com)>  
**Subject:** Re: Herman

190 Willis Avenue  
Mineola, NY 11501  
(516) 747-0300  
Fax (516) 747-0653

IRS Circular 230 Notice: "To ensure compliance with requirements imposed by the IRS, we inform you that any U.S. tax advice contained in this communication (including any attachments) is not intended or written to be used, and cannot be used, for the purpose of (i) avoiding penalties under the Internal Revenue Code or (ii) promoting, marketing or recommending to another party any transaction or matter addressed herein."

**From:** [joelg416@yahoo.com](mailto:joelg416@yahoo.com) <[joelg416@yahoo.com](mailto:joelg416@yahoo.com)>  
**To:** Joshua Berman; Chaim hersch Jacobowitz <[Wertz4861@yahoo.com](mailto:Wertz4861@yahoo.com)>  
**Sent:** Tue Dec 07 10:36:06 2010  
**Subject:** Re: Herman

Done,  
'It went very well

Sent via BlackBerry by AT&T

---

**From:** "Joshua Berman" <[jberman@meltzerlippe.com](mailto:jberman@meltzerlippe.com)>  
**Date:** Mon, 6 Dec 2010 09:13:49 -0500  
**To:** <[joelg416@yahoo.com](mailto:joelg416@yahoo.com)>; <[Wertz4861@yahoo.com](mailto:Wertz4861@yahoo.com)>  
**Subject:** Re: Herman

I'll speak to Tom today. We'll also get the letter to Hancock. Want to hear what, if anything, he has to say before we let fly. [REDACTED]

[REDACTED]  
Meltzer Lippe, Goldstein & Breitstone, LLP  
190 Willis Avenue  
Mineola, NY 11501  
(516) 747-0300  
Fax (516) 747-0653

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**From:** "Joshua Berman" <[jberman@meltzerlippe.com](mailto:jberman@meltzerlippe.com)>  
**Date:** Thu, 2 Dec 2010 14:26:21 -0500  
**To:** <[wertz4861@yahoo.com](mailto:wertz4861@yahoo.com)>  
**Cc:** <[Joelg416@yahoo.com](mailto:Joelg416@yahoo.com)>  
**Subject:** Re: Herman

I just got a VM from Tom. This is good: we are off to the races. [REDACTED]

[REDACTED]  
Meltzer Lippe, Goldstein & Breitstone, LLP  
190 Willis Avenue  
Mineola, NY 11501  
(516) 747-0300  
Fax (516) 747-0653

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Thank you.